

**INFORMATION CONCERNING CALLING  
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
ELEKTROTIM S.A.**

**I. Date, time and venue of the General Meeting of Shareholders and detailed agenda, pursuant to Article 402<sup>2</sup>, section 1 of the Code of Commercial Companies**

The Management Board of ELEKTROTIM with its registered seat in Wrocław ul. Stargardzka 8, listed in Register of Entrepreneurs under the number KRS 0000035081 kept by the District Court for Wrocław-Fabryczna, 6th Commercial Department of the National Court Register, acting under the Article 26, section 3 of the Statute of ELEKTROTIM S.A., Article 299, section 1, Article 4021, section 1 and 2 in relation to Article 395, section 1 of the Code of Commercial Companies calls the **Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. on 28 Mai 2012**, at 10.00 a.m. in the seat the Management Board in Wrocław, ul. Stargardzka 8.

**Suggested agenda:**

1. Opening of the Ordinary General Assembly of ELEKTROTIM S.A.
2. Election of the Chairperson of the Ordinary General Assembly
3. Selection of the Returning Committee
4. Stating the correctness of the calling of the Meeting and its capability to pass resolutions.
5. Accepting the Agenda.
6. Examination of the Report of the Management Board for operations in 2011.
7. Examination of the Financial Reports of the Company for 2011.
8. Examination of the Report of the Capital Group's operations in 2011.
9. Examination of the Consolidated Financial Reports of ELEKTROTIM Capital Group for 2011.
10. Presentation of the Report of the Supervisory Board on the result of assessment of: the Report of the Management Board of ELEKTROTIM S.A., Financial Reports of ELEKTROTIM S.A. for 2011 together with the Auditor's report, the Management Board's motion concerning the division of profits for 2011, as well as the result of assessment of the Report of the Group of Companies' operations, the Consolidated Financial Reports of ELEKTROTIM Group of Companies for 2011, together with the Auditor's Report, taking into account the assessment of the internal control system and the risk management system significant for the Company and the assessment of the Supervisory Board's operations.
11. Passing Resolution on endorsing the Report of the Management Board for operations of the Company for 2011.
12. Passing Resolution on endorsing Financial Reports of the Company for 2011.
13. Passing Resolution on endorsing the Report of the Capital Group's operation for 2011.
14. Passing Resolution on endorsing the Consolidated Financial Reports of the Capital Group for 2011.
15. Passing Resolution on division of the Company's profits for 2011.
16. Passing the Resolution on allotting a part of the Company's reserve capital for the dividend for 2011.
17. Passing Resolution on the payment of dividends.
18. Passing Resolution on acknowledging the fulfilment of duties by the President of the Company - Andrzej Diakun - for 2011.
19. Passing Resolution on acknowledging the fulfilment of duties by the Vice President, Financial Director - Dariusz Połetek - for 2011.
20. Passing Resolution on acknowledging the fulfilment of duties by the Vice President, Development Director - Mirosław Nowakowski - for 2011.
21. Passing Resolution on acknowledging the fulfilment of duties by the Chairperson of the Supervisory Board - Krzysztof Folta - for 2011.

22. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Supervisory Board - Jan Walulik - for 2011.
23. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Supervisory Board - Wojciech Szymon Kowalski - for 2011.
24. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Supervisory Board - Wiktor Wieczorkowski - for 2011.
25. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Supervisory Board - Mateusz Rodzynkiewicz - for 2011.
26. Passing Resolution on granting an additional remuneration for the Chairman and other Members of the Supervisory Board.
27. Passing Resolution on confirming the expiration of term of office of two Members of the Supervisory Board - Wojciech Szymon Kowalski and Mateusz Rodzynkiewicz.
28. Passing Resolution on setting the length of the term of office for the two new Members of the Supervisory Board of ELEKTROTIM S.A.
29. Passing Resolution on selecting the Member of the Supervisory Board of ELEKTROTIM S.A.
30. Passing Resolution on selecting the Member of the Supervisory Board of ELEKTROTIM S.A.
31. Passing Resolution on changing Article 17 of the Statute of ELEKTROTIM S.A.
32. Passing Resolution on changing Article 24, section 3, subsection 3 of the Statute of ELEKTROTIM S.A.
33. Passing Resolution on changing Article 24, section 3, subsection 13 of the Statute of ELEKTROTIM S.A.
34. Passing Resolution on changing Article 28, section 3 of the Statute of ELEKTROTIM S.A.
35. Passing Resolution on approving the consolidated Statute of ELEKTROTIM S.A. including changes referred to in points 31-34 of the Agenda.
36. Passing Resolution on repealing the Resolution of the General Meeting of Shareholders of ELEKTROTIM S.A. No. 21/WZA/2008 of 17 June 2008 regarding the "Good Practices of WSE Listed Companies".
37. Passing Resolution on the statement regarding the application of good practices of WSE listed companies.
38. Passing Resolution on changing the Regulations of the General Meeting of Shareholders of ELEKTROTIM S.A.
39. Closure of the Ordinary General Assembly.

## **II. Description of procedures regarding the participation in the General Meeting of Shareholders and executing the voting right, in accordance with Article 402<sup>2</sup>, section 2 of the Code of Commercial Companies**

Under the Article 402<sup>2</sup> of the Code of commercial Companies, the Company transfers information related to the participation in the Ordinary General Meeting of Shareholders of the Company:

a) The Shareholder(s) representing at least 1/20 of the share capital is/are entitled to require including particular issues in the Agenda of the Ordinary General Meeting of Shareholders of the Company. The Request should be indicated to the Management Board not later than 21 days before the Ordinary General Meeting of Shareholders. The Request should contain grounds or draft resolution regarding the suggested point of the Agenda. The Request may be submitted in writing at the seat of the Company, ul. Stargardzka 8, 54-156 Wrocław, or electronically sent to the following e-mail address of the Company: [sekretariat@elektrotim.pl](mailto:sekretariat@elektrotim.pl).

The Shareholder(s) should confirm the number of held shares as of the day of submitting the Request enclosing share(s) certificate and in case of Shareholder(s) who are legal persons

and partnerships the Shareholder should confirm the entitlement to act on behalf of the subject by enclosing the valid copy of the Company's entry into the National Court Register.

In case of Shareholders submitting the Request via e-mails the documents should be sent in PDF format.

b) The Shareholder(s) representing at least 1/20 of the share capital may, prior to the Ordinary General Meeting of Shareholders submit in writing at the seat of the Company, ul. Stargardzka 8, 54-156 Wrocław, or electronically (in a way and to the e-mail address of the Company specified in point a) above) draft resolutions regarding issues entered to the Agenda of the Ordinary General Meeting of Shareholders or issues which are to be included in the Agenda.

Similarly to point a) above, the Shareholder(s) should confirm that they are holders of appropriate number of shares as of the day of submitting the Request enclosing share(s) certificate and in case of Shareholders who are legal persons and partnerships Shareholders should confirm the entitlement to act on behalf of the subject by enclosing the valid copy of the Company's entry into the National Court Register. In case of Shareholders submitting draft resolutions via e-mails the documents should be sent in PDF format.

c) Each Shareholder entitled to participate in the General Meeting of Shareholders may during the Ordinary General Meeting of Shareholders submit draft resolutions regarding issues entered to the Agenda of the General Meeting of Shareholders. The participant of the General Meeting of Shareholders shall inform the Chairperson of the General Meeting of Shareholders about the intention to submit such drafts by transferring to the Chairperson the content of the draft in writing, not later than after the General Meeting of Shareholders passes the Resolution on accepting the Agenda.

d) The Shareholder may participate in the Ordinary General Meeting of Shareholders and execute the voting right in person or via the Attorney. The Company shall inform that the specimen of the form allowing for the execution of the voting right by the Attorney comprising data specified in Article 4023 of the Code of Commercial Companies is available at the following website [www.elektrotim.pl](http://www.elektrotim.pl), tab GMS.

The Power of Attorney for voting by the Attorney should be given in writing or electronically. Giving the Power of Attorney electronically does not require a safe electronic signature verified with a valid qualified certificate.

e) In case the Power of Attorney is given in a electronic way, the Principal Shareholder should notify the Company about the fact. The notification should be submitted to the Company in time allowing for identification of the Principal and its Attorney, however, not later than on the day before the General Meeting of Shareholders is called. The notification may be in writing or in an electronic form. The notification in writing should be sent to the Company's address, ul. Stargardzka 8, 54-156 Wrocław. The notification in the electronic form should be sent to the e-mail address: [sekretariat@elektrotim.pl](mailto:sekretariat@elektrotim.pl)

The notification should comprise:

1. Full name or name of the company of the Principal-Shareholder and full names of persons entitled to give Power of Attorneys on its behalf,
2. Type and number of the identification document, as well as PESEL [Personal Identification Number] of the Principal (in case of natural persons) or the National Court Register number (in case of entities entered in the Register of Entrepreneurs) and the place of residence (seat) of the Principal,
3. Full name or name of the company of the Attorney, type and number of the identity document, as well as PESEL [Personal Identification Number] of the Attorney (in case of

natural persons) or the National Court Register number (in case of entities entered in the Register of Entrepreneurs), place of residence (seat) and copies of the above-mentioned documents sent via e-mail,

4. Telephone number or e-mail address which would make a constant contact with the Principle available.
5. Telephone number or e-mail address which would make verification of the Attorney available.
6. Date of the Power of Attorney,
7. Indicating the General Meeting of Shareholders for which the Power of Attorney is given,
8. The scope of the Power of Attorney, especially all restrictions of the Power of Attorneys and indicating if the Attorney may appoint further Attorneys,
9. Indicating if the Power of Attorney is revocable.
10. Signature of the Principle or persons acting on behalf of the Principal.

If the notification was submitted in accordance with the above-mentioned requirements, the Company immediately confirms to the Principal the notification.

If the notification does not meet the above-mentioned requirements, the Company shall immediately inform the notifier about the fact and indicate the missing information.

Lack of notification or notification submitted with violation of the above-mentioned requirements is taken into account at assessment of existence of legally valid Power of Attorney of the Attorney for representing the Principal at the General Meeting of Shareholders. In particular, it may be a basis for not letting or excluding the given person from participation in the General Meeting of Shareholders.

Each Shareholder, including the Attorney, shall put their names on the list of participants right after their arrival at the General Meeting of Shareholders.

The Shareholders will be allowed to participate in the Ordinary General Meeting of Shareholders upon showing their identification documents, and the Attorneys upon showing their identification document and a valid Power of Attorney given in writing or in an electronic form (in the latter case, the Attorney shall present a print out of the PDF version of the Power of Attorney). Representatives of legal persons or partnerships should additionally present valid copies of appropriate registers specifying persons entitled to represent such subjects.

e) and f) The Company does not allow for participation of Shareholders in the General Meeting of Shareholders by using electronic means.

g) The Company does not allow for executing the voting right by the Shareholder at the General Meeting of Shareholders via correspondence or by using electronic means.

### **III. Registration day of participants of the General Meeting of Shareholders, in accordance with Article 402<sup>2</sup>, section 3 of the Code of Commercial Companies**

**12.05.2012** shall be the registration day for participants in the General Meeting of Shareholders.

### **IV. Persons entitled to participate in the General Meeting of Shareholders, in accordance with Article 402<sup>2</sup>, section 4 of the Code of Commercial Companies**

The following persons are entitled to participate in the Ordinary General Meeting of Shareholders:

- a) persons who are Shareholders of the Company sixteen days before the Ordinary General Meeting of Shareholders, i.e. 12.05.2012,
- and

b) persons who will submit a request concerning issuing personal certificate on the right to participate in the Ordinary General Meeting of Shareholders in the subject keeping securities account where the Company's shares are located, not earlier than after the issue of the information about the call for the Ordinary General Meeting of Shareholders and not later than on the first day of week following registration of participation in the General Meeting of Shareholders i.e. 14.05.2012.

Shareholders are advised to collect the above-mentioned certificate concerning the right to participate and take it with them on the day of the Ordinary General Meeting of Shareholders.

The Company develops a list of Shareholders entitled to participate in the Ordinary General Meeting of Shareholders on the basis of a list transferred by the National Depository for Securities and developed on the basis of personal certificates concerning the right to participate in the General Meeting of Shareholders issued by the subjects keeping securities account.

The list of Shareholders entitled to participate in the Ordinary General Meeting of Shareholders shall be presented three days before the Ordinary General Meeting of Shareholders (i.e. 23.05.2012) in the Company's seat. Each Shareholder will be allowed to request sending the list of shareholders free of costs via e-mail by providing the e-mail address.

#### **V. Information concerning the full content of documentation and draft resolution in accordance with Article 402<sup>2</sup>, section 5 of the Code of Commercial Companies**

Persons entitled to participate in the Ordinary General Meeting of Shareholders may obtain full content of the documentation which is to be presented during the Ordinary General Meeting of Shareholders and draft resolutions at the Company's seat, ul. Stargardzka 8, 54-156 Wrocław or at the Company's website: [www.elektrotim.pl](http://www.elektrotim.pl), tab GMS.

#### **VI. Indicating the website where information concerning the General Meeting of Shareholders, pursuant to Article 402<sup>2</sup>, section 6 of the Code of Commercial Companies**

The Company shall post all information concerning the Ordinary General Meeting of Shareholders at the Company's website: [www.elektrotim.pl](http://www.elektrotim.pl), tab GSM.